

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MADISON SQUARE BOYS & GIRLS CLUB,
INC.

Debtor.¹

Chapter 11

Bankr. S.D.N.Y.
Case No. 22-10910 (SHL)

XCLAIM INC.

Appellant.

22 Civ. 7575 (KPF)

**MEMORANDUM OF LAW IN SUPPORT OF
MOTION FOR LEAVE TO WITHDRAW AS COUNSEL**

In accordance with Rule 1.4 of the Local Rules of the United States District Court for the Southern District of New York and Rule 1.16 of the New York Rules of Professional Conduct, Latham & Watkins LLP (“*Latham*”) respectfully submits this memorandum of law in support of its motion to withdraw as counsel of record for Appellant Xclaim Inc. (“*Xclaim*”).

ARGUMENT

I. Xclaim Consents to Latham’s Withdrawal as Counsel

Rule 1.16(c)(10) of the New York State Rules of Professional Conduct permits withdrawal of counsel where the client “knowingly and freely assents to termination of the employment.” As set forth in the accompanying Declaration of Matthew Sedigh, Xclaim has unconditionally consented to Latham’s withdrawal. (See Sedigh Decl.¶ 4.)

¹ The last four digits of the Debtor’s federal tax identification numbers are 6792. The Debtor’s mailing address is 250 Bradhurst Avenue, New York, New York 10039.

II. Latham's Withdrawal as Counsel Will Not Prejudice Xclaim

As described in the declaration signed by Mr. Sedigh, Xclaim's Chief Executive Officer, Xclaim informed Latham in September 2022, shortly after the Notice of Appeal in this matter was filed, that it intended to use alternate counsel for purposes of the above-captioned appeal, and has committed to diligently working to secure new counsel. (*See* Sedigh Decl. ¶¶ 3-5.) Latham filed an application seeking to extend the deadline for Xclaim's Appellant's Brief, which disclosed the fact that Latham would be withdrawing as counsel, in order to ensure that Xclaim had sufficient time to bring in new counsel for purposes of this appeal. [Docket No. 8.] This Court granted that requested extension, ensuring that Xclaim has through January 30, 2023 to file its brief with the assistance of new counsel. [Docket No. 9.] Accordingly, Latham's withdrawal as counsel is done with the unconditional consent of Xclaim and should not prejudice Xclaim in any way.

CONCLUSION

For the foregoing reasons, Latham respectfully requests that the Court grant its motion to withdraw as counsel of record for Xclaim.

Dated: January 4, 2023

Respectfully submitted,

LATHAM & WATKINS LLP

/s/ Amy C. Quartarolo

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